

Exhibit C

Luc A. Despina, Esq.
James T. Grogan, Esq.
PAUL HASTINGS LLP
Park Avenue Tower
75 E. 55th Street, First Floor
New York, NY 10022
Telephone: (212) 318-6000
Facsimile: (212) 319-4090
Counsel to the Reorganized Debtors

- and -

Susheel Kirpalani
Benjamin I. Finestone
Katherine Scherling
QUINN EMANUEL URQUHART & SULLIVAN LLP
51 Madison Avenue, 22nd Floor
New York, NY 10010
Telephone: (212) 849-7000
Facsimile: (212) 849-7100
Conflicts Counsel to the Reorganized Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
FAIRPOINT COMMUNICATIONS, INC., <i>et al.</i> ,	: Case No. 09-16335 (BRL)
Reorganized Debtors.	: (Jointly Administered)
-----X	

**NOTICE OF PRESENTMENT OF FAIRPOINT'S MOTION FOR THIRTY-DAY
EXTENSION OF DEADLINE TO OBJECT TO CERTAIN PROOFS OF CLAIM**

PLEASE TAKE NOTICE THAT FairPoint Communications, Inc. and its affiliated reorganized debtors (collectively, "FairPoint") will present the annexed *Motion for Thirty-Day Extension of the Deadline to Object to Certain Proofs of Claim* (the "Motion") to the Honorable Burton R. Lifland, United States Bankruptcy Judge, for approval and signature at Room 623 of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004 on March 30, 2012 at 12 p.m. (Eastern Time).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, shall conform to the Bankruptcy Rules and the Local Bankruptcy Rules, and shall be filed with the Bankruptcy Court (i) electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's filing system, and (ii) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and served in accordance with General Order M-399, and on (a) Paul Hastings LLP, attorneys for FairPoint, 75 East 55th Street, New York, NY 10022, Attn: Luc A. Despins, Esq. and James T. Grogan, Esq.; (b) Quinn Emanuel Urquhart & Sullivan LLP, conflicts counsel to FairPoint, 51 Madison Avenue, 22nd Floor New York, NY 10010, (c) FairPoint, c/o FairPoint Communications, Inc., 521 East Morehead Street, Suite 500, Charlotte, NC 28202, Attn: Susan L. Sowell, Esq.; and (d) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Andrew D. Velez-Rivera, Esq. and Elisabetta Gasparini, Esq.; so as to be received no later than March 27, 2012 at 4:00 p.m. (Eastern Time) (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE THAT, in the event that no response or objection to the entry of the Order is timely served and filed by the Objection Deadline, the Court may sign and enter the Order.

Dated: March 19, 2012
New York, New York

/s/ James T. Grogan
Luc A. Despins, Esq.
James T. Grogan, Esq.
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
FAIRPOINT COMMUNICATIONS, INC., *et al.*, : Case No. 09-16335 (BRL)
: :
Reorganized Debtors. : (Jointly Administered)
: :
-----X

**FAIRPOINT'S MOTION FOR THIRTY-DAY EXTENSION
OF DEADLINE TO OBJECT TO CERTAIN PROOFS OF CLAIM**

TO THE HONORABLE BURTON R. LIFLAND,
UNITED STATES BANKRUPTCY JUDGE:

FairPoint Communications, Inc. and its affiliated reorganized debtors (collectively, "FairPoint") submit this motion (the "Motion") seeking entry of an order extending the deadline to object to certain proofs of claim by thirty days, and respectfully represent as follows:

SUMMARY OF RELIEF REQUESTED

1. FairPoint is now in the final stages of administering the more than 8,000 claims filed in these chapter 11 cases. Since the Effective Date of FairPoint's *Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the "Plan"),¹ FairPoint has filed 92 objections and motions to estimate with respect to proofs of claim, approximately 6591 proofs of claim have been disallowed, reduced and allowed, or otherwise resolved by agreement of the parties, and approximately 3095 claims have been satisfied under the terms of the Plan. Moreover, of the *eighty* jointly-administered cases that were originally filed, only *five* chapter 11 cases remain open at this time.

2. As a result of these significant efforts by FairPoint, fewer than 230 claims held by three claimants remain pending for further action in these cases. These pending proofs of claim (the "Pending Claims") and the current holders of such claims (the "Remaining Claimants") are identified in Exhibit A hereto.² The deadline to file objections, if any, to the Pending Claims is currently March 19, 2012.

3. As noted in FairPoint's prior motion to extend the claims objection deadline, FairPoint is in settlement negotiations with the Remaining Claimants and believes that filing "place-holder" objections to the Pending Claims during these negotiations would be disruptive rather than beneficial to its negotiations. Instead, FairPoint requests that the Court grant a modest 30-day extension to the claim-objection deadline. This additional time will give FairPoint the opportunity to continue its efforts to amicably resolve claims, file objections only where necessary with respect to certain claims, and otherwise complete a full and fair resolution

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

² As listed Exhibit A hereto, the three Remaining Claimants are: (1) the AT&T affiliates, (2) the Qwest affiliates, and (3) the Verizon affiliates.

of the Pending Claims. Furthermore, all of the Remaining Claimants have informed FairPoint that they are agreeable to the brief extension of the deadline to object to their claims.

Accordingly, FairPoint submits that an extension of the deadline to object to proofs of claim is warranted.

JURISDICTION

4. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory and rule-based predicates for the relief sought herein are sections 105(a) and 502 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 3007 and 9006(b)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

BACKGROUND

6. On October 26, 2009 (the “Petition Date”), FairPoint commenced voluntary chapter 11 cases in this Court under the Bankruptcy Code.

7. On February 4, 2010, the Court entered the *Order Establishing Deadline and Procedures for Filing Proofs of Claim and Approving Manner of Notice Thereof* [Docket No. 568], which established March 18, 2010 at 5:00 p.m. as the last date and time by which proofs of claim must be received by the official claims agent in FairPoint’s chapter 11 cases. Approximately 8,260 proofs of claim have been filed in these cases to date.

8. On December 29, 2010, FairPoint filed the Plan and on January 13, 2011, the Court entered its *Order Confirming Debtors’ Third Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code Dated As Of December 29, 2010* [Docket No. 2113] and (b) *Findings Of Fact And Conclusions Of Law Regarding The Debtors’ Third Amended Joint*

Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code Dated As Of December 29, 2010 [Docket No. 2112]. On January 24, 2011, FairPoint's Plan became effective (the "Effective Date").

9. Pursuant to section 15(d) of the Plan, this Court retained jurisdiction to "hear and determine any timely objections to, or requests for estimation of . . . Disputed Claims, in whole or in part." Section 10.1 of the Plan entitles FairPoint to object to Claims on or before one hundred eighty (180) days after the Effective Date. In pertinent part, Section 10.1 of the Plan provides that:

As of and following the Effective Date, objections to, and requests for estimation of . . . Claims against FairPoint may be interposed and prosecuted only by Reorganized FairPoint. Such objections and requests for estimation shall be served on the respective claimant and filed with the Bankruptcy Court on or before the latest of: (a) one hundred eighty days (180) after the Effective Date or (b) *such later date as may be fixed by the Bankruptcy Court*

Plan, Section 10.1 (emphasis added).

10. The original deadline to object to claims under the Plan was July 23, 2011 (180 days after the Effective Date). Prior to this deadline, on June 8, 2011, FairPoint filed a motion seeking this Court's authorization to extend that deadline by an additional 180 days [Docket No. 2360]. On June 22, 2011, this Court entered the *Order Extending the Claims Objection Deadline Provided For in the Debtors' Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 2361, the "First Extension Order"], extending the claims objection deadline to January 19, 2012.

11. On January 19, 2012, FairPoint filed a motion requesting this Court's authorization to extend the deadline in the First Extension Order by an additional 60 days [Docket No. 2497]. On February 1, 2012, this Court entered the *Order Granting FairPoint's*

Motion for Sixty-Day Extension of Deadline to Object to Certain Proofs of Claim [Docket No. 2503], extending the claims objection deadline to March 19, 2012.

RELIEF REQUESTED

12. Bankruptcy Rule 9006(b)(1) permits the Court, in its discretion, to extend the Claims Objection Deadline for cause, with or without motion or notice. Bankruptcy Rule 9006(b)(1) provides:

[W]hen an act is required or allowed to be done at or within a specified period . . . by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefore is made before the expiration of the period prescribed or as extended by a previous order . . .

FED. R. BANKR. P. 9006(b)(1). FairPoint is making the request in this Motion before the occurrence of the current claims objection deadline, and accordingly this request for an extension complies with Bankruptcy Rule 9006(b)(1).

13. Sufficient cause exists to extend the claims objection deadline with respect to the Pending Claims by an additional 30 days, through and including April 18, 2012. Over the past year, FairPoint has nearly completed the process of objecting to, resolving, and satisfying claims. The extension sought here will afford FairPoint a small window of opportunity to continue its efforts to amicably resolve the Pending Claims, file objections where necessary with respect to certain of the Pending Claims, and otherwise engage in a full and fair resolution of the Pending Claims.

14. The relief requested here is also in the best interests of the Remaining Claimants, whose rights will not be prejudiced by the extension requested herein. FairPoint is currently in negotiations with all of the Remaining Claimants. Absent an extension of the objection deadline, FairPoint would file omnibus objections to disallow the Pending Claims, a process that would likely be disruptive to on-going settlement negotiations with the Remaining Claimants.

FairPoint believes that the better path is to obtain an extension of the claims objection deadline so that FairPoint has an adequate opportunity to try and complete its negotiations with the Remaining Claimants.

15. Accordingly, FairPoint requests that the Court extend the deadline to object to the proofs of claim identified on Exhibit A to this Motion by 30 days, through and including April 18, 2012, without prejudice to FairPoint's right to request further extensions if warranted.

NOTICE

16. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Objection has been provided to the Remaining Claimants and to all other parties entitled to notice pursuant to this Court's Order, dated November 18, 2009, establishing notice procedures in these chapter 11 cases [Docket No. 162]. In light of the nature of the relief requested herein, FairPoint submits that no other or further notice need be provided.

WHEREFORE, FairPoint respectfully requests that the Court enter an Order, substantially in the form attached hereto, (i) extending the deadline to object to the proofs of claim identified on Exhibit A to this Motion by 30 days, and (ii) granting FairPoint such other and further relief as is warranted and just.

Dated: March 19, 2012
New York, New York

/s/ James T. Grogan
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*Conflicts Counsel to the Reorganized
Debtors*

Exhibit A

Claims to be paid off date

Claimant	Address of Claimant	Claim #	Debtor	Secured	Administrative	Priority	Unsecured	Total
1 AT&T AFFILIATES								
(a) AT&T LONG DISTANCE	AT&T ACCOUNTS RECEIVABLE BANKRUPTCY CTR C/O CHERYL BECKER 722 N BROADWAY, FLOOR 11 MILWAUKEE, WI 53202	10154	ST ENTERPRISES, LTD.	\$0.00	\$0.00	\$0.00	\$1,099.53	\$1,099.53
(b) AT&T	JAMES GRUDUS ESQ. AT&T SERVICES INC ONE AT&T WAY RM 3A218 BEDMINSTER, NJ 07921	10225 10390 10807 11192 11265 11822 17526 18403	SUNFLOWER TELEPHONE COMPANY, INC. BENTLEYVILLE COMMUNICATIONS CORPORATION CHOUTEAU TELEPHONE COMPANY COLUMBINE TELECOM COMPANY FAIRPOINT BROADBAND, INC. ODIN TELEPHONE EXCHANGE, INC. ST ENTERPRISES, LTD. THE GERMANTOWN INDEPENDENT TELEPHONE COMPANY	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$765.68 \$440.26 \$184.39 \$6.34 \$368.42 \$2,118.72 \$1,280.12 \$2,723.83	\$765.68 \$440.26 \$184.39 \$6.34 \$368.42 \$2,118.72 \$1,280.12 \$2,723.83
(c) AT&T ADVERTISING & PUBLISHING	JAMES A. HUTTENHOWER AT&T Corp. 225 W. RANDOLPH STREET FLOOR 250 CHICAGO, IL 60606	18875 18938 111895	BLUESTEM TELEPHONE COMPANY FAIRPOINT COMMUNICATIONS MISSOURI, INC. FAIRPOINT BROADBAND, INC.	\$0.00 \$0.00 \$0.00	\$0.00 \$0.00 \$0.00	\$0.00 \$0.00 \$0.00	\$2,757.46 \$4,610.53 \$288.14	\$2,757.46 \$4,610.53 \$288.14
(d) AT&T CORP		4567	FAIRPOINT COMMUNICATIONS, INC.	\$444,926.79	\$0.00	\$0.00	\$0.00	\$444,926.79
(e) AT&T CORP		781 6470 6471 6482 6483 6561 6562 6563 6609 6610 6611 8032 8033	FAIRPOINT COMMUNICATIONS, INC. TELEPHONE OPERATING COMPANY OF VERMONT LLC TELEPHONE OPERATING COMPANY OF VERMONT LLC NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC ELLENSBURG TELEPHONE COMPANY TACONIC TELEPHONE CORP. BERKSHIRE TELEPHONE CORPORATION GTC, INC. YCOM NETWORKS, INC. GTC, INC. GTC, INC. ELLENSBURG TELEPHONE COMPANY	\$0.00 \$13,046.27 \$4,914.46 \$7,162.58 \$48,997.73 \$427,773.13 \$28,226.63 \$5,389.95 \$4,692.76 \$6,453.48 \$244,279.98 \$427,773.13 \$244,279.98	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$5,566.02 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$5,566.02 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00
(f) AT&T MOBILITY		10672 10771 10811 11153 11564 17553 17661 18577 18829	SIDNEY TELEPHONE COMPANY MAINE TELEPHONE COMPANY CHOUTEAU TELEPHONE COMPANY FAIRPOINT COMMUNICATIONS MISSOURI, INC. STANDISH TELEPHONE COMPANY FAIRPOINT VERMONT, INC. NORTHLAND TELEPHONE COMPANY OF MAINE, INC. PEOPLES MUTUAL TELEPHONE COMPANY COMMUNITY SERVICE TELEPHONE CO.	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00	\$264.25 \$4,100.63 \$866.27 \$11.11 \$4,728.76 \$355.00 \$2,236.97 \$2,447.75 \$725.18	\$264.25 \$4,100.63 \$866.27 \$11.11 \$4,728.76 \$355.00 \$2,236.97 \$2,447.75 \$725.18

Claimant	Address of Claimant	Claim #	Debtor	Secured	Administrative	Priority	Unsecured	Total
(g) AT&T OPUS		11174	ODIN TELEPHONE EXCHANGE, INC.	\$0.00	\$0.00	\$0.00	\$11.55	\$11.55
		18943	FAIRPOINT COMMUNICATIONS MISSOURI, INC.	\$0.00	\$0.00	\$0.00	\$652.88	\$652.88
(h) AT&T SERVICES ET AL		4564	THE ORWELL TELEPHONE COMPANY	\$2,135.80	\$0.00	\$0.00	\$0.00	\$2,135.80
		4569	FAIRPOINT COMMUNICATIONS, INC.	\$7,150.43	\$0.00	\$0.00	\$0.00	\$7,150.43
(i) BELLSOUTH TELECOMMUNICATIONS INC		4566	FAIRPOINT COMMUNICATIONS, INC.	\$11,781.86	\$0.00	\$0.00	\$0.00	\$11,781.86
(j) BELLSOUTH TELECOMMUNICATIONS INC		7869	FAIRPOINT COMMUNICATIONS, INC.	\$0.00	\$0.00	\$0.00	\$346.67	\$346.67
(k) NEW CINGULAR WIRELESS PCS LLC		6474	FAIRPOINT COMMUNICATIONS, INC.	\$454,062.89	\$0.00	\$0.00	\$0.00	\$454,062.89
		6476	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	\$42,069.12	\$0.00	\$0.00	\$0.00	\$42,069.12
		6477	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	\$336,310.01	\$0.00	\$0.00	\$0.00	\$336,310.01
		6576	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	\$121,697.30	\$0.00	\$0.00	\$0.00	\$121,697.30
		6566	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	\$6,642.96	\$0.00	\$0.00	\$0.00	\$6,642.96
(l) SBC GLOBAL SERVICES INC		7978	FAIRPOINT COMMUNICATIONS, INC.	\$0.00	\$0.00	\$0.00	\$11,557.06	\$11,557.06
(m) SBC LONG DISTANCE LLC		609	FAIRPOINT COMMUNICATIONS, INC.	\$0.00	\$0.00	\$0.00	\$2,213.69	\$2,213.69
(n) SOUTHWESTERN BELL TELEPHONE CO ET AL		4565	EXOP OF MISSOURI, INC.	\$137.25	\$0.00	\$0.00	\$0.00	\$137.25
		4568	FAIRPOINT COMMUNICATIONS, INC.	\$33,573.22	\$0.00	\$0.00	\$0.00	\$33,573.22
(o) TELEPORT COMMUNICATION GROUP INC		6578	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	\$5,669.02	\$0.00	\$0.00	\$0.00	\$5,669.02
(p) TELEPORT COMMUNICATIONS OF BOSTON		6475	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	\$297,934.01	\$0.00	\$0.00	\$0.00	\$297,934.01

Claims to be paid by Debtor
Exhibit 100-1148

Claimant	Address of Claimant	Claim #	Debtor	Secured	Administrative	Priority	Unsecured	Total
2 QWEST AND AFFILIATES								
(a) QWEST COMMUNICATIONS COMPANY LLC	ATTN: JANE FREY 1801 CALIFORNIA ST RM 900 Denver, CO 80202	7413	FAIRPOINT COMMUNICATIONS, INC.	\$0.00	\$0.00	\$0.00	\$682,864.39	\$682,864.39
		5576	FAIRPOINT COMMUNICATIONS, INC.	\$0.00	\$0.00	\$0.00	\$264,935.67	\$264,935.67
(b) QWEST CORPORATION	ATTN: JANE FREY 1801 CALIFORNIA ST RM 900 Denver, CO 80202	136	ELLENSBURG TELEPHONE COMPANY	\$0.00	\$0.00	\$0.00	\$115.46	\$115.46
		137	YCOM NETWORKS, INC.	\$0.00	\$0.00	\$0.00	\$28.29	\$28.29
		138	FREMONT TELCOM CO.	\$0.00	\$0.00	\$0.00	\$126.12	\$126.12
		7959	BIG SANDY TELECOM, INC.	\$0.00	\$0.00	\$0.00	\$3,127.25	\$3,127.25
		7960	COLUMBINE TELECOM COMPANY	\$0.00	\$0.00	\$0.00	\$9,696.43	\$9,696.43
		7961	ELLENSBURG TELEPHONE COMPANY	\$0.00	\$0.00	\$0.00	\$902.55	\$902.55
		7962	FREMONT TELCOM CO.	\$0.00	\$0.00	\$0.00	\$3,192.20	\$3,192.20
		7963	FRETTEL COMMUNICATIONS, LLC	\$0.00	\$0.00	\$0.00	\$17,359.63	\$17,359.63
		7964	SUNFLOWER TELEPHONE COMPANY, INC.	\$0.00	\$0.00	\$0.00	\$626.13	\$626.13
		7965	YCOM NETWORKS, INC.	\$0.00	\$0.00	\$0.00	\$2,709.15	\$2,709.15
(c) QWEST CORPORATION & QWEST COMMUNICATIONS CO LLC	REED SMITH NICOLE K O'SULLIVAN 599 LEXINGTON AVE, FL 22 NEW YORK, NY 10022	8232	FAIRPOINT COMMUNICATIONS, INC.	\$0.00	\$39,858.83	\$0.00	\$0.00	\$39,858.83

Claims to be paid
Excluded from the
Plan of Reorganization

Claimant	Address of Claimant	Claim #	Debtor	Secured	Administrative	Priority	Unsecured	Total
3 THE AFFILIATES OF VERIZON COMMUNICATIONS INC	DARRYL S LADDIN ESQ. ARNALL GOLDEN GREGORY LLP 171 17TH STREET NW, STE 2100 Atlanta, GA 30363-1031	6000, 7791	GITCO SALES, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6001, 7792	GTC COMMUNICATIONS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6002, 7814	GTC FINANCE CORPORATION	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6003, 7815	GTC, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6004, 7802	MAINE TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6005, 7803	MARIANNA AND SCENERY HILL TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6006, 7804	MARIANNA TEL. INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6007, 7805	MID SERVICES CORP.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6008, 7811	MID VENTURES, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6009, 7812	NORTHERN NEW ENGLAND TELEPHONE OPERATIONS LLC	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6010, 7813	NORTHSTAR TELEPHONE COMPANY OF MAINE, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6011, 7789	ODIN TELEPHONE EXCHANGE, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6012, 7788	ORWELL COMMUNICATIONS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6013, 7787	PEOPLES MUTUAL LONG DISTANCE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6014, 7786	PEOPLES MUTUAL SERVICES COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6015, 7830	PEOPLES MUTUAL TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6016, 7829	QUALITY ONE TECHNOLOGIES, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6017, 7838	RAVENSWOOD COMMUNICATIONS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6018, 7780	THE ORWELL TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6019, 7781	UI COMMUNICATIONS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6020, 7782	UI LONG DISTANCE, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6021, 7783	UI TELECOM, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6022, 7784	UNITE COMMUNICATIONS SYSTEMS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6023, 7846	UTILITIES, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6024, 7845	YATES CITY TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6025, 7785	YCOM NETWORKS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6026, 7841	TELEPHONE OPERATING COMPANY OF VERMONT LLC	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6027, 7839	TELEPHONE SERVICE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6028, 7840	THE COLUMBUS GROVE TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6029, 7847	THE EL PASO TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6030, 7779	THE GERMANTOWN INDEPENDENT TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6031, 7837	SIDNEY TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6032, 7836	ST COMPUTER RESOURCES, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6033, 7835	ST ENTERPRISES, LTD.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6034, 7834	ST LONG DISTANCE, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6035, 7833	ST. JOE COMMUNICATIONS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6036, 7832	STANDISH TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6037, 7831, 8010	SUNFLOWER TELEPHONE COMPANY, INC.	\$6,708,949.64	\$0.00	\$0.00	\$0.00	\$6,708,949.64
		6038, 7844	TACONIC TECHNOLOGY CORP.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6039, 7843	TACONIC TELCOM CORP.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6040, 7806	FAIRPOINT COMMUNICATIONS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6041, 7774	BE MOBILE COMMUNICATIONS, INCORPORATED	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6042, 7775	BENTLEVILLE COMMUNICATIONS CORPORATION	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6043, 7776	BERKSHIRE CABLE CORP.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6044, 7777	BERKSHIRE CELLULAR, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6045, 7778	BERKSHIRE NET, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6046, 7825	BERKSHIRE NEW YORK ACCESS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00

Claims to be paid
Excluded from payment

Claimant	Address of Claimant	Claim #	Debtor	Secured	Administrative	Priority	Unsecured	Total
		6047, 7824	BERKSHIRE TELEPHONE CORPORATION	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6048, 7823	BIG SANDY TELECOM, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6049, 7822	BLUESTEM TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6050, 7821	C & E COMMUNICATIONS, LTD.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6051, 7820	CHAUTAUQUA & ERIE COMMUNICATIONS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6052, 7819	CHAUTAUQUA AND ERIE TELEPHONE CORPORATION	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6053, 7818	CHINA TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6054, 7817	CHOUTEAU TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6055, 7816	COLUMBINE TELECOM COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6056, 7794	COMMTEL COMMUNICATIONS INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6057, 7795	COMMUNITY SERVICE TELEPHONE CO.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6058, 7796	C-R COMMUNICATIONS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6059, 7798	C-R TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6060, 7790	GIF-CELL, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6061, 7799	EL PASO LONG DISTANCE	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6062, 7793	COMERCO, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6063, 7797	C-R LONG DISTANCE, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6064, 7800	ELLENSBURG TELEPHONE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6065, 7801	ELLTEL LONG DISTANCE CORP.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6066, 7828	ENHANCED COMMUNICATIONS OF NORTHERN NEW ENGLAND INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6067, 7807	EXOP OF MISSOURI, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6068, 7808	FAIRPOINT BROADBAND, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6069, 7809	FAIRPOINT CARRIER SERVICES, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6070, 7810	FAIRPOINT COMMUNICATIONS MISSOURI, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6071, 7842	TACONIC TELEPHONE CORP.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6072, 7773	GERMANTOWN LONG DISTANCE COMPANY	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6073, 7772	FRETEL COMMUNICATIONS, LLC	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6074, 7771	FREMONT TELCOM CO.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6075, 7770	FREMONT BROADBAND, LLC	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6076, 7769	FAIRPOINT VERMONT, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6077, 7768	FAIRPOINT LOGISTICS, INC.	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6078, 7827	FAIRPOINT COMMUNICATIONS SOLUTIONS CORP. - VIRGINIA	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00
		6079, 7826	FAIRPOINT COMMUNICATIONS SOLUTIONS CORP. - NEW YORK	\$6,681,464.00	\$0.00	\$0.00	\$0.00	\$6,681,464.00

Proposed Order